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HOWARD L. MEYERS
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September 14, 1979

RECORDATION NO. 10754-2
Filed 1425

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Washington, D.C.

SEP 19 1979

Date SEP 19 1979
Fee \$ 10.60

Re: Maintenance-of-Way Equipment Leased to
Consolidated Rail Corporation--Interstate
Commerce Commission Recordation No. 10754.

ICC Washington, D.C.

Gentlemen:

Enclosed herewith for recordation is the following
supplemental document to be filed under the above recorda-
tion number:

Amendment to Participation Agreement, dated as
of August 15, 1979, among Consolidated Rail
Corporation MTV Leasing Corporation and The Ohio
National Life Insurance Company.

The equipment covered by the Participation Agreement
is as follows:

Two (2) locomotive cranes, 30-ton with magnet
generator and magnet--Model 5030 #DE; Identification
Nos. CL3043-CL3044.

35 backhoe/loaders--J.I. Case Model 580C-CK with one
yard, 80" bucket, 11 #L-16 tires, 10 ply front,
17.5 x 24 tires, 6 ply rear; Identification Nos.
EF5582-EF5616.

Previous documents filed under the above master recorda-
tion number are the Participation Agreement referred to above
(ICC Recordation No. 10754); the Equipment Lease Agreement,
between MTV Leasing Corporation, as lessor, and Consolidated
Rail Corporation, as lessee, (ICC Recordation No. 10754-A);

Handwritten signature: Howard L. Meyers

Interstate Commerce Commission
Washington, D.C. 20423

9/19/79

OFFICE OF THE SECRETARY

Howard L. Meyers
Morgan, Lewis & Bockius
123 S. Broad St.
Phila. Pa. 19109

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/19/79 at 4:05pm , and assigned re-recording number(s). 10754-D

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

AMENDMENT TO PARTICIPATION AGREEMENT,
dated as of August 15, 1979 (the "Participation Agreement"), among CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation (hereinafter called the Lessee), MTV LEASING CORPORATION, A Pennsylvania corporation (hereinafter called the Owner), and THE OHIO NATIONAL LIFE INSURANCE COMPANY, an Ohio corporation (hereinafter called the Lender).

RECORDATION NO. 10754-12
FILED 1425
SEP 19 1979
INTERSTATE COMMERCE COMMISSION

WHEREAS, Schedule A to the Participation Agreement, filed as Recordation No. 10754, on August 17, 1979, with the Interstate Commerce Commission, identified certain locomotive cranes described therein as having Serial Nos. CL3041-CL3042;

WHEREAS, such numbers were inadvertently incorrect and the parties hereto wish to amend the Participation Agreement to provide for the correct serial numbers.

NOW, THEREFORE, in consideration of the agreements and covenants contained in the Participation Agreement, the parties hereto hereby agree as follows:

1. Schedule A to the Participation Agreement is hereby amended and restated in its entirety in the form attached hereto as Schedule A.
2. The Participation Agreement is in all other respects ratified and confirmed and is in full force and effect.

Attest:

[Corporate Seal]
H. C. Carlin
Secretary

MTV LEASING CORPORATION

By J. M. Jacquin
President

Attest:

[Corporate Seal]
E. P. DeKorin
ASSISTANT Secretary

CONSOLIDATED RAIL CORPORATION

By J. A. B.
Title: Asst. Treas. Fin. & Colls.

Attest:

[Corporate Seal]
Paul Zimmer
Secretary

THE OHIO NATIONAL LIFE INSURANCE COMPANY

By Joseph P. Brom
Title: Joseph P. Brom, Vice Pres. Securities

SCHEDULE A

Equipment

| <u>Quantity</u> | <u>Description</u> | <u>Identification Number</u> | <u>Acquisition Cost</u> |
|------------------------|--|----------------------------------|-------------------------|
| 2 | Locomotive Cranes - 30 ton with Magnet Generator and Magnet - Model 5030-DE | CL3043 CL3044 | \$565,260.00 |
| 35 | Backhoe/Loader - J.I. Case Model 580C - CK with 1 yard 80" bucket, 11 L-16 Tires ply Front, 17.5 x 24 Tires 6 ply Rear | EF5582- EF5616 inclusive | <u>\$791,735.00</u> |
| Total Acquisition Cost | | | <u>\$1,356.995.00</u> |

COMMONWEALTH OF PENNSYLVANIA :

COUNTY OF Bucks ss:

On this 5 day of Sept., 1979, before me personally appeared JOHN M. JACQUEMIN, to me personally known, who, being by me duly sworn, says that he is PRESIDENT of MTV LEASING CORPORATION that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Deborah Huntzinger
Notary Public

My Commission expires:: 6-13-83

COMMONWEALTH OF PENNSYLVANIA :

COUNTY OF PHILA. ss:

On this 23rd day of August, 1979, before me personally appeared N. St. Brown to me personally known, who, being by me duly sworn, says that he is Asst. Pres. of CONSOLIDATED RAIL CORPORATION that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of any foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Eileen C. Baker
Notary Public

EILEEN C. BAKER

My Commission expires: Notary Public Philadelphia, Philadelphia Co.
My Commission Expires October 11, 1982

STATE OF OHIO: :
COUNTY OF Hamilton : SS:

On this 12th day of Sept, 1979, before me personally appeared Joseph P. Brom, to me personally known, who, being by me duly sworn, says that he is Vice Pres. of THE OHIO NATIONAL LIFE INSURANCE COMPANY that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Judith A. Kump
Notary Public

My Commission expires:

Judith A. Kump
Notary Public, State of Ohio
My Commission Expires Aug. 19, 1982